



THE MARMON GROUP, INC.

225 West Washington Street, Chicago, Illinois 60606, Tel. (312) 372-9500, Fax (312) 845-5305, Telex 253112 CGO

*Int'l National Bank
9 Ching 7656*

FEDERAL EXPRESS

March 11, 1994

Interstate Commerce Commission
12th St. & Constitution Ave., N.W.
Washington, DC 20423

Attn: Ms. Mildred R. Lee
Room 2303

Re: Equipment Trust Agreement (Series 13)
Recordation No. 8150

Dear Ms. Lee:

Enclosed are the original and two certified copies of the Eleventh Supplemental Equipment Trust Agreement dated as of February 16, 1994, between Union Tank Car Company and Chemical Bank, as Trustee. Also enclosed are the original and two certified copies of a Bill of Sale from the Trustee to Union Tank Car Company.

Please file both of these documents as supplements to the filing referred to above. Enclosed is our check in the amount of \$36 for the filing fee. Please return the certified copies of each of the documents, stamped to show the filing, to me by Federal Express in the envelope enclosed herewith for your use.

If you have any questions, please call me at (312) 845-5457.

Thank you.

Sincerely,

Jean Fowler
Jean Fowler
Legal Assistant

/jff
Enclosures

312 845 5457

RECORDATION NO. *8150 T* FILED 1425

MAR 14 1994 -2 55 PM

INTERSTATE COMMERCE COMMISSION

RECORDATION NO. *8150-21* FILED 1425

MAR 14 1994 -2 55 PM

INTERSTATE COMMERCE COMMISSION

Interstate Commerce Commission
Washington, D.C. 20423

3/23/94

OFFICE OF THE SECRETARY

Jean Fowler

Legal Assistant

The Marmon Group Inc

225 West Washington St.

Chicago, Illinois 60606

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions
of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303,

on 3/14/94 at 2:55pm, and assigned
recording number(s). 8150-T 8150-21

Sincerely yours,

Secretary
SIDNEY L. STRICKLAND, JR.

Enclosure(s)

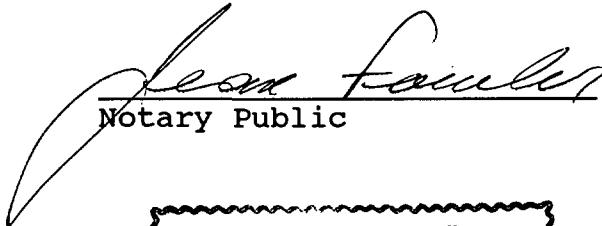
STATE OF ILLINOIS)
COUNTY OF COOK)

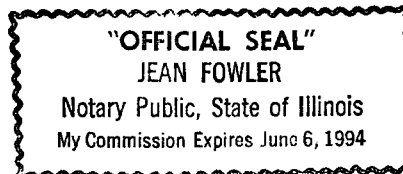
RECORDATION NO. 8157 T FILED 1425
MAR 14 1994 - 2 55 PM
INTERSTATE COMMERCE COMMISSION

CERTIFICATE

The undersigned, Jean Fowler, a Notary Public in and for said County and State, hereby states that she has compared the attached copy of the Eleventh Supplemental Trust Agreement dated as of February 16, 1994, with the original document thereof and hereby certifies that such attached copy is a true and correct copy of the original document in all respects.

In Witness Whereof, the undersigned has set her hand and seal this 11th day of March, 1994.


Notary Public



ELEVENTH SUPPLEMENTAL TRUST AGREEMENT
UNION TANK CAR COMPANY (SERIES 13)

RECORDATION NO. 81507 FILED 1425
MAR 14 1994 -2 55 PM
INTERSTATE COMMERCE COMMISSION

THIS ELEVENTH SUPPLEMENTAL TRUST AGREEMENT, dated as of February 16, 1994, by and between Union Tank Car Company ("Company"), a corporation duly organized and existing under the laws of Delaware, and Chemical Bank ("Trustee").

Recitals

A. Company has heretofore executed and delivered to Trustee an Equipment Trust Agreement ("Trust Agreement") dated as of December 15, 1975, providing for the issue of its Equipment Certificates (Series 13) in the aggregate principal amount of \$40,000,000.

B. Company desires to comply with Section 5.06 of the Trust Agreement by the execution of a Supplement thereto, to evidence the inclusion of Equipment as a part of the Trust Equipment under the Trust Agreement.

Agreement

Company hereby covenants and agrees with Trustee, for the equal and proportionate benefit of the respective holders from time to time of the Trust Certificates, as follows:

1. Substitution of Equipment. The Equipment described in Schedule A hereto is hereby substituted for the Equipment described in Schedule B hereto.

2. Substituted Equipment Subject to Trust Agreement. The Equipment described in Schedule A hereto is hereby included as part of the Trust Equipment under the Trust Agreement and is and shall be subject to all the terms and conditions of the Trust Agreement in all respects. The Equipment described in Schedule B hereto is hereby removed from the list of Trust Equipment under the Trust Agreement and is no longer subject to any provisions of the Trust Agreement.


3. Concerning Trustee. Trustee accepts the provisions of this Supplemental Trust Agreement but only upon the terms and conditions set forth in the Trust Agreement, as amended. Without limiting the generality of the foregoing, Trustee assumes no responsibility for the correctness of the recitals herein contained, which shall be taken as the statement of Company. Trustee makes no representations and shall have no responsibility as to the validity of this Supplemental Trust Agreement.

4. Miscellaneous. Except as hereby expressly provided, the Trust Agreement is in all respects ratified and confirmed and all the terms, provisions and conditions thereof shall be and remain in full force and effect. The Supplemental Trust Agreement may be executed in any number of counterparts, each of which shall be an original.


Company and Trustee have caused this Supplemental Trust Agreement to be duly executed by their respective officers thereunto duly authorized and their respective corporate seals, duly attested, to be hereunto affixed, all as of the date first stated above.

UNION TANK CAR COMPANY

By: _____


R. C. Gluth,
Executive Vice President

Attest:


Robert W. Webb, Secretary

CHEMICAL BANK

By: _____

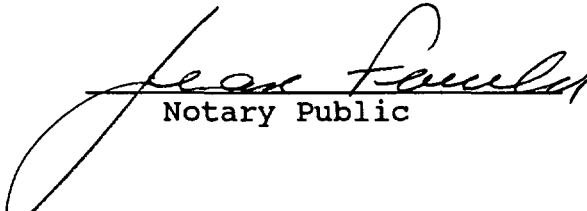
Attest:


Trust Officer

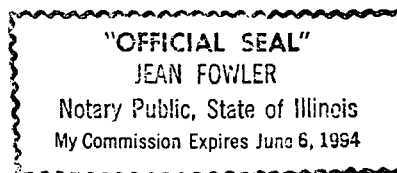
UTC2044

STATE OF ILLINOIS)
) SS
COUNTY OF COOK)

On February 16, 1994, before me personally came R. C. Gluth, to me known, who, being by me duly sworn, did depose and say that he is Executive Vice President of Union Tank Car Company, one of the corporations described in and which executed the foregoing instrument; that he knows the seal of said corporation; that the seal affixed to said instrument is such corporate seal; that it was so affixed by order of the Board of Directors of said corporation; and that he signed his name thereto by like order.


Notary Public

My Commission Expires:



STATE OF NEW YORK)
) SS
COUNTY OF New York)

On this 28th day of February, 1994, before me personally came M.B. JOHNSTON, to me known, who, being by me duly sworn, did depose and say that he/she is Trust Officer of Chemical Bank, one of the corporations described in and which executed the foregoing instrument; that he/she knows the seal of said corporation; that the seal affixed to said instrument is such corporate seal; that it was so affixed by order of the Board of Directors of said corporation; and that he/she signed his/her name thereto by like order.


Notary Public

My Commission Expires:

ANNABELLE DeLUCA
Notary Public, State of New York
No. 01DE5013759
Qualified in Kings County
Certificate Filed in New York County
Commission Expires July 15, 1995

UTC2044

PROGRAM ACTB1025

UNION TANK CAR COMPANY - TREASURERS DEPARTMENT
SCHEDULE A - DESCRIPTION OF EQUIPMENT
FOR SUBSTITUTION

RUN DATE: 02/15/94

CERTIFICATE TRUST SERIES: R013

QUANTITY -----	A.A.R. MECHANICAL DESIG. CODE -----	CAPACITY IN GALLONS -----	ROAD NUMBERS -----
1	COVE	4,650	UNPX120000

1	TOTAL		

PROGRAM ACTB1027

UNION TANK CAR COMPANY - TREASURERS DEPARTMENT
SCHEDULE B - DESCRIPTION OF RETIRED EQUIPMENT
TERMINATED EQUIPMENT

RUN DATE: 02/15/94

CERTIFICATE TRUST SERIES: R013

QUANTITY	A.A.R. MECHANICAL DESIG. CODE	CAPACITY IN GALLONS	ROAD NUMBERS
1	GONC	4,000	UNPX102040
<hr/>			
1	TOTAL		